

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Reorganized Debtors.

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)  
) Chapter 11  
)

) Case No. 24-12480 (LSS)  
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) (Jointly Administered)  
)

) **Re: Docket Nos. 1307, 1308, 1621, 1654, 1743**  
)

**FEE EXAMINER'S FINAL REPORT REGARDING  
THIRD THROUGH SIXTH COMBINED MONTHLY AND  
FINAL FEE APPLICATIONS OF  
PERELLA WEINBERG PARTNERS LP**

Direct Fee Review LLC ("DFR"), appointed and employed as the Fee Examiner in the above-captioned bankruptcy proceedings and acting in its capacity regarding the Third through Sixth Combined Monthly and Final Fee Applications of Perella Weinberg Partners LP (the "Firm") for compensation for services rendered and reimbursement of expenses as Investment Banker for the Official Committee of Unsecured Creditors for the compensation period from

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<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Reorganized Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

February 1, 2025 through June 2, 2025 (“Fee Application”) seeking approval of fees in the amount of \$5,191,250.00 and the reimbursement of expenses in the amount of \$82,460.00 and for the final period November 26, 2024 through June 2, 2025 (“Final Fee Application,” and together with the Fee Application, the “Applications”) seeking approval of fees in the amount of \$5,570,416.67 and reimbursement of expenses in the amount of \$152,065.91, submits its final report.

### **BACKGROUND**

1. In performance of audit procedures and in preparation of this report designed to quantify and present factual data relevant to the requested fees, disbursements and expenses contained herein, DFR reviewed the monthly fee statements and the Applications, including each of the billing and expense entries listed in the exhibits to the monthly statements, for compliance with 11 U.S.C. § 330, Rule 2016-1 of the *Local Rules of the United States Bankruptcy Court for the District of Delaware*, as amended February 1, 2025 (“Local Rules”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, issued June 11, 2013 (“Guidelines”).
2. DFR did not prepare informal memos related to monthly fee applications of the Firm. We included our questions and issues in an initial report and this final report. We have included all responses and any recommended resolutions in this final report.

### **DISCUSSION**

3. For the compensation period of February 1, 2025 through June 2, 2025 the Firm submitted monthly fee applications in the amount of \$5,191,250.00 as actual, reasonable and necessary fees and for expense reimbursement of \$82,460.00. These fees consist of

fees of \$691,250.00 under a fixed fee arrangement and a transaction fee of \$4,500,000.00. For the Fee Application period, no amount was disclosed as related to fee application preparation. The expense reimbursement requested consists of fees for the Firm's legal counsel.

4. Our review and procedures applied to the monthly fee statements and the applications, including each of the billing entries listed in the exhibits to the monthly statements did not disclose any other material issues or questions.

#### **FINAL APPROVAL OF FEES AND EXPENSES**

5. The Firm previously filed the First Interim Fee Application Request for the period November 26, 2024 through January 31, 2025. We reviewed these fee requests and filed our reports with the Court recommending approval of the fees of \$379,166.67 and the reimbursement of expenses in the amount of \$69,605.91 for the period November 26, 2024 through January 31, 2025. We have not identified any changes to our previous report and we continue to recommend the compensation and expense reimbursement as stated therein.

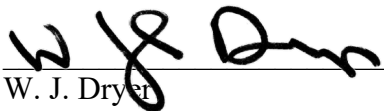
#### **CONCLUSION**

6. Regarding the application and the fees and expenses discussed in the previous sections, DFR submits its final report for the Third through Sixth Combined Monthly and Final Fee Applications of Perella Weinberg Partners LP for compensation for services rendered and reimbursement of expenses as Investment Banker for the Official Committee of Unsecured Creditors for the compensation period from February 1, 2025 through June 2, 2025 and we recommend the approval of the fees of \$5,191,250.00 and reimbursement of expenses in the amount of \$82,460.00 and we recommend the final approval of the fees

of \$5,570,416.67 and the reimbursement of expenses in the amount of \$152,065.91 for the Final Fee Application.

Respectfully submitted,

**DIRECT FEE REVIEW LLC**  
**FEE EXAMINER**

By:   
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